

CHICAGO AND



TRANSPORTATION COMPANY

JOAN A. SCHRAMM
J.S. EDWARDS
FRANCES L. TURNER
ASSISTANT SECRETARIES

DIRECT DIAL NUMBER
312/454-6535

RECORDATION NO. 11772-B Filed 1425

December 23, 1980

DEC 24 1980-11 15 AM

File No. A-11264

INTERSTATE COMMERCE COMMISSION

Agatha L. Mergenovich, Secretary
Interstate Commerce Commission
Washington, D. C. 20423

Re: Security Agreement dated as of April 15, 1980 and
Amendment to Security Agreement dated as of August 7,
1980 between North Western Leasing Company, 400 West
Madison Street, Chicago, IL 60606, Debtor, and
Continental Illinois National Bank and Trust Company
of Chicago, 231 S. LaSalle Street, Chicago, IL 60693,
Secured Party, covering 35 Used EMD GP-7 Locomotives,
CNW Nos. 4431 through 4465, inclusive

Dear Ms. Mergenovich:

Please refer to the abovementioned documents assigned recordation
numbers 11772 and 11772-A respectively pursuant to Section 11303
(formerly 20c) of the Interstate Commerce Act.

Enclosed for recording are counterparts of Release dated as of
December 19, 1980 between North Western Leasing Company, 400
West Madison Street, Chicago, IL 60606, Debtor, and Continental
Illinois National Bank and Trust Company of Chicago, 231 S LaSalle
Street, Chicago, IL 60693, Secured Party, covering 6 EMD GP-7
locomotives CNW Nos. 4465, 4463, 4464, 4461, 4460 and 4459.

Please assign a sequential recordation number to the Release.
Keep one counterpart for your files and return the other counter-
parts, each showing your recordation date.

Enclosed is a check in the amount of \$10.00 to cover your recording
fees.

Very truly yours,

J. S. Edwards
Assistant Secretary

JSE:lc
Enclosures*

cc: G. R. Charles*
R. D. Smith
J. D. O'Neill
M. H. Shumate

R. F. Guenther
Attn: J. James*
D. E. Stockham
Attn: P. J. Brod*

Arthur Andersen & Co.
Attn: G. Holdren*
Theodosia Fitzmorris
Commercial Banking Officer
Continental Illinois Nat'l
Bank and Trust Co. of Chicago

DEC 24 11 10 AM '80
DOCKET FILES
BRANCH

DEC 23 1980 - 11 15 AM

RELEASE

INTERSTATE COMMERCE COMMISSION

WHEREAS, NORTH WESTERN LEASING COMPANY (the Debtor) and CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO (the Secured Party) have entered into a Security Agreement dated as of April 15, 1980 (as amended, the Security Agreement) pursuant to which the Secured Party was granted a security interest in 35 used EMD GP-7 Locomotive Units (the Equipment) to secure the payment of indebtedness and performance of obligations under a related note dated May 9, 1980 (the Note), the Security Agreement and the Finance Agreement (as defined in the Security Agreement); and

WHEREAS, the indebtedness under the Note has been in part paid, discharged and satisfied in accordance with Section 3.4(b) of the Finance Agreement, all conditions and obligations under Section 3.2(ii) of the Security Agreement have been satisfied for release of a part of the security interest created by or arising under the Security Agreement and the Secured Party has been requested to release such part of such security interest;

NOW, THEREFORE, the Secured Party, in consideration of the sum of One Dollar (\$1.00) to it in hand paid by the Debtor and other valuable consideration, the receipt whereof is hereby acknowledged, DOES HEREBY RELEASE the security interest created by or arising under the Security Agreement in and to the six Items of Equipment described in Schedule A attached hereto (the "Released Equipment").

The Secured Party does hereby warrant that the Released Equipment is free and clear of all liens and encumbrances of every kind and nature whatsoever created by the Secured Party or arising out of any act, obligation or liability on its part. Except as set forth above, the Secured Party makes no express or implied warranty of any kind with respect to the Released Equipment or any part thereof. The Secured Party authorizes removal from the Released Equipment of any and all ownership plates and other markings.

IN WITNESS WHEREOF, CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, acting in accordance with the terms and conditions of the Security Agreement, has caused this instrument to be executed in its corporate name by one

of its Vice Presidents and its corporate seal to be hereunto
affixed and attested by one of its Banking Officers, this
19th day of December, 1980.

CONTINENTAL ILLINOIS NATIONAL BANK
AND TRUST COMPANY OF CHICAGO

By Theodosia Fitzmorris
Vice President

ATTEST:

W. H. Kennedy
Banking Officer

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

I, KATHRYN A. GERMOLEC, a Notary Public
duly commissioned and qualified in and for the County and
State aforesaid and residing therein DO HEREBY CERTIFY that
Theodosia Fitzmorris and

WJL Kennedy, to me personally known and known
to me to be, respectively, a Vice President and a Banking
Officer of Continental Illinois National Bank and Trust
Company of Chicago and the identical persons whose names are
subscribed to the foregoing instrument appeared before me
this day in person, and being first duly sworn by me,
severally acknowledged to me that they are, respectively, a
Vice President and a Banking Officer of said corporation;
that as such officers they signed, sealed and delivered said
instrument in behalf of said corporation by authority and
order of its Board of Directors as the free and voluntary
act and deed of said corporation, and as their own free and
voluntary act; that they know the seal of said corporation;
that the seal affixed to said instrument is the seal of said
corporation; and that said corporation executed said
instrument for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed my official seal as such Notary Public, at
Chicago, Illinois, this 19th day of December,
1980.

Kathryn A. Germolec
Notary Public

My Commission Expires December 28th, 1982

SCHEDULE A

6 EMD GP-7 Locomotive Units

CNW 4465
CNW 4463
CNW 4464
CNW 4461
CNW 4460
CNW 4459

L/T/8 81-84